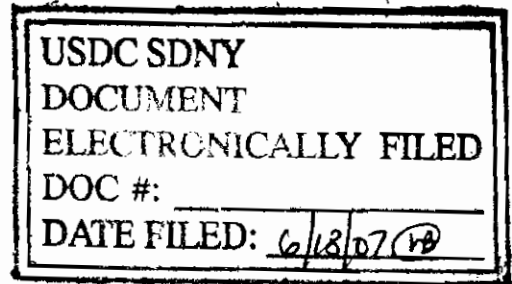


Stein, J



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
ANYWHERECD, LLC,

Plaintiff,

v.

No. 07 Civ. 3167 (SHS)

WARNER MUSIC INC. and WARNER MUSIC
GROUP CORP.,

Defendants.
-----X

-----X
WARNER BROS. RECORDS INC., ATLANTIC
RECORDING CORPORATION, ELEKTRA
ENTERTAINMENT GROUP INC. and WARNER
MUSIC INC.,

Plaintiffs,

No. 07 Civ. 3212 (SHS)

v.

ANYWHERECD LLC,

Defendant.
-----X


STIPULATION OF DISMISSAL WITH PREJUDICE

The parties hereto, by and through their respective counsel, and pursuant to Federal Rule of Civil Procedure 41(a)(1), hereby stipulate that these matters be dismissed, with prejudice.

Plaintiffs in each action, on the one hand, and Defendants in each action, on the other hand, shall bear their own costs and attorney fees.

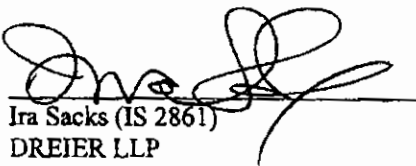
The parties hereto have entered into a confidential Settlement Agreement resolving these matters and stipulate that this Court shall retain jurisdiction to enforce that agreement.

Dated: June 6, 2007


Orin Snyder (OS 3122)
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York, 10166

Attorneys for Warner Bros. Records Inc.,
Atlantic Recording Corporation, Elektra
Entertainment Group Inc., Warner Music
Inc., and Warner Music Group Corp.

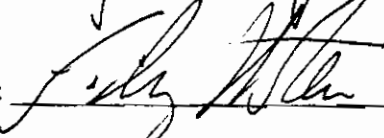
Dated: June 6, 2007


Ira Sacks (IS 2861)
DREIER LLP
499 Park Avenue
New York, New York 10022

Attorneys for AnywhereCD, LLC

Because the Court has not seen the confidential Settlement Agreement,
IT IS SO ORDERED. *it retains the ability to decline jurisdiction to enforce it*

Dated: 6/18, 2007

By: 
Hon. Sidney H. Stein
United States District Judge

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